



A Member of the Hong Leong Group

Company Registration No. 197600660W
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 47th Annual General Meeting (“**AGM**”) of GuocoLand Limited (the “**Company**”) will be held at Wallich Ballroom 2, Level 5, Sofitel Singapore City Centre, 9 Wallich Street, Singapore 078885 on Friday, 27 October 2023 at 10.00 a.m. for the following purposes:

(A) ORDINARY BUSINESS

1. To lay before the 47th AGM, the Directors’ Statement, Auditors’ Report and audited Financial Statements of the Company for the financial year ended 30 June 2023.
2. To declare a first and final one-tier tax exempt dividend of 6 cents per ordinary share in respect of the financial year ended 30 June 2023. **Resolution 1**
3. To approve the payment of Director fees of S\$362,330 for the financial year ended 30 June 2023 (2022: S\$647,289). **Resolution 2**
4. To re-elect the following Directors, who are retiring pursuant to Article 114 of the Company’s Constitution and who, being eligible, offer themselves for re-election:
 - Ms Madeleine Lee Suh Shin **Resolution 3**
 - Mr Quek Kon Sean **Resolution 4**
 - Ms Sharon Wee Hsu Oon **Resolution 5**
5. To re-elect the following Directors, who are retiring by rotation pursuant to Article 109 of the Company’s Constitution and who, being eligible, offer themselves for re-election:
 - Mr Cheng Hsing Yao **Resolution 6**
 - Mr Saw Kok Wei **Resolution 7**
6. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**

(B) SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications the following Ordinary Resolutions:

7. Authority to issue Shares **Resolution 9**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”) and the listing rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

 - (a) (i) issue shares of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or

- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued Shares, excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall be less than ten per cent. (10%) of the total number of issued Shares, excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of Shares;

and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) unless varied or revoked by the Company in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

8. Renewal of Share Purchase Mandate

Resolution 10

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) on-market purchases (each a “**Market Purchase**”) on the SGX-ST; and/or

- (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next AGM of the Company is held or required by law to be held; or
- (ii) the date on which the purchases of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

“**Prescribed Limit**” means that number of issued Shares representing ten per cent. (10%) of the total issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings); and

“**Maximum Price**” in relation to a Share to be purchased, means an amount (excluding brokerage, applicable goods and services tax, stamp duties and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the last five (5) market days, on which transactions in the Shares were recorded, before the day on which the Market Purchase was made by the Company, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) market days period and the day on which the purchases are made; and
 - (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, twenty per cent. (20%) above the average of the closing market prices of the Shares over the five (5) market days, on which transactions in the Shares were recorded, before the day on which the Company makes an announcement of an offer under an Off-Market Purchase scheme, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) market days period and the day on which the offer is made; and
- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

BY ORDER OF THE BOARD

MARY GOH SWON PING
Group Company Secretary

28 September 2023
Singapore

Explanatory Notes to the Notice of the 47th AGM:

Resolution 1 – is to approve the first and final one-tier tax exempt dividend of 6 cents per ordinary share in respect of the financial year ended 30 June 2023. The proposed dividend, if approved, will be paid on 16 November 2023.

Resolution 2 – is to approve the payment of Director fees of S\$362,330 for the financial year ended 30 June 2023, for services rendered by the Directors on the Board as well as on various Board Committees. Detailed information on the Director fees is set out under “**Corporate Governance**” in the Company’s Annual Report 2023.

In accordance with the Company’s Constitution, newly appointed Directors shall submit themselves for re-election at the AGM immediately following their appointments:

Resolution 3 – Ms Madeleine Lee Suh Shin was appointed a Director of the Company with effect from 1 April 2023.

Upon re-election as Director of the Company, Ms Lee will remain as a Member of the Audit and Risk Committee. She is considered an Independent Non-Executive Director.

Resolution 4 – Mr Quek Kon Sean was appointed a Director of the Company with effect from 1 April 2023. Upon re-election as Director of the Company, Mr Quek will remain as a member of the Board. He is considered a Non-Independent Non-Executive Director.

Resolution 5 – Ms Sharon Wee Hsu Oon was appointed a Director of the Company with effect from 1 September 2023. Upon re-election as Director of the Company, Ms Wee will remain as a member of the Board. She is considered an Independent Non-Executive Director.

Resolution 6 – Mr Cheng Hsing Yao is due to retire from office by rotation at the 47th AGM and being eligible, Mr Cheng has offered himself for re-election. Upon re-election as Director of the Company, Mr Cheng will remain as the Group Managing Director & Group Chief Executive Officer of the Company. He is considered a Non-Independent Executive Director.

Resolution 7 – Mr Saw Kok Wei is due to retire from office by rotation at the 47th AGM and being eligible, Mr Saw has offered himself for re-election. Upon re-election as Director of the Company, Mr Saw will remain as Chairman of the Audit and Risk Committee, Member of the Nominating Committee, and Member of the Remuneration Committee. He is considered an Independent Non-Executive Director.

Detailed information (including information as set out in Appendix 7.4.1 of the SGX-ST Listing Manual) on Ms Madeleine Lee Suh Shin, Mr Quek Kon Sean, Ms Sharon Wee Hsu Oon, Mr Cheng Hsing Yao and Mr Saw Kok Wei who are proposed for re-election at the 47th AGM, can be found under the “**Board of Directors**” and “**Additional Information On Directors Seeking Re-Election At The Annual General Meeting**” in the Company’s Annual Report 2023.

Resolution 8 – is to re-appoint Messrs KPMG LLP, as the Company’s Auditors and to authorise the Directors to fix their remuneration. The Company has complied with Rule 713(1) of the SGX-ST Listing Manual by ensuring that the audit partner is not in charge of more than 5 consecutive years of audits. The current audit partner, Ms Chiu Sok Hua was appointed since FY ended June 2023.

Resolution 9 – is to empower the Directors to issue Shares and to make or grant Instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such Instruments, up to a number not exceeding 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), with a sub-limit of less than 10% for issues other than on a *pro rata* basis to shareholders. The less than 10% sub-limit for non *pro rata* issues is lower than the 20% sub-limit allowed under the SGX-ST Listing Manual, as the Directors do not envisage that a higher sub-limit will be required before the next AGM. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of Resolution 9, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 9 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of Shares. The authority conferred by Resolution 9 will continue in force until the next AGM of the Company is held or is required by law to be held, whichever is earlier, unless previously varied or revoked by the Company in a general meeting. The Company currently does not have any treasury shares or subsidiary holdings.

Resolution 10 – is to renew the Share Purchase Mandate as described in the Addendum in relation to the Proposed Renewal of the Share Purchase Mandate dated 28 September 2023 (the “**SPM Addendum**”) which is available on the Company’s corporate website. This Ordinary Resolution, if passed, will enable the Company to purchase or otherwise acquire Shares pursuant to and in accordance with the guidelines as set out in the SPM Addendum.

Meeting Notes:

Format of Meeting

1. The 47th AGM will be held, in a wholly physical format, at Wallich Ballroom 2, Level 5, Sofitel Singapore City Centre, 9 Wallich Street, Singapore 078885 on Friday, 27 October 2023 at 10.00 a.m. Members, including Central Provident Fund (“CPF”)/Supplementary Retirement Scheme (“SRS”) investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person.

Printed copies of this Notice and the accompanying Proxy Form and the Request Form are sent by post to Members. These documents will also be published on the Company’s website at <https://www.guocoland.com.sg/annualgm.shtml> and the SGX website at <https://www.sgx.com/securities/company-announcements>.

Access to Documents

2. The Annual Report 2023 and the Addendum in relation to the Proposed Renewal of the Share Purchase Mandate dated 28 September 2023 (the “**SPM Addendum**”) are available on the Company’s website as follows:
 - (a) the Annual Report 2023 may be accessed at <https://www.guocoland.com.sg/annualgm.shtml> by clicking on the hyperlink for “Annual Report 2023”; and
 - (b) the SPM Addendum may be accessed at <https://www.guocoland.com.sg/annualgm.shtml> by clicking on the hyperlink for “Addendum in relation to the Proposed Renewal of the Share Purchase Mandate”.

The above documents may also be accessed on the SGX website at <https://www.sgx.com/securities/company-announcements>. Members may request for printed copies of these documents by completing and submitting the Request Form sent to them by post together with printed copies of this Notice and the accompanying Proxy Form, or otherwise made available on the Company’s website at <https://www.guocoland.com.sg/annualgm.shtml>.

Submission of Questions

3. Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the Resolutions to be tabled for approval at the 47th AGM in advance of the 47th AGM:
 - (a) by post to the Company’s Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) by post to the registered office of the Company at 1 Wallich Street, #31-01 Guoco Tower, Singapore 078881; or
 - (c) via email to contact@guocoland.com.

When submitting questions by post or via email, shareholders should also provide the following details: (i) the shareholder’s full name; (ii) the shareholder’s address; (iii) the number of shares held; and (iv) the manner in which the shareholder holds shares in the Company (e.g. via CDP, CPF/SRS, and/or scrip), for verification purposes.

All questions submitted in advance must reach the Company by 5.00 p.m. on 6 October 2023.

4. The Company will address all substantial and relevant questions, received from shareholders by the 6 October 2023 deadline, by publishing its responses to such questions on the Company’s website at <https://www.guocoland.com.sg/annualgm.shtml> and the SGX website at <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the closing date and time for the lodgement/receipt of instruments appointing a proxy(ies).

The Company will respond to questions or follow-up questions submitted after the 6 October 2023 deadline either within a reasonable timeframe before the 47th AGM, or at the 47th AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

5. Shareholders, including CPF/SRS investors, and (where applicable) duly appointed proxies and representatives can also ask substantial and relevant questions related to the Resolutions to be tabled for approval at the 47th AGM, at the 47th AGM itself.

Appointment of Proxy(ies)

6. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the 47th AGM. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the 47th AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

7. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the 47th AGM as his/her/its proxy.
8. The proxy form must be submitted to the Company in the following manner:
 - (a) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com or
 - (b) if submitted personally or by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, 77 Robinson Road, #06-03 Robinson 77, Singapore 068896

in each case, must be lodged or received (as the case may be) by 10.00 a.m. on 24 October 2023, being at least 72 hours before the time appointed for holding the 47th AGM.

9. CPF and SRS investors
 - (a) may vote at the 47th AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the 47th AGM as proxy to vote on their behalf at the 47th AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 17 October 2023.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 47th AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the 47th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 47th AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities (collectively, the "**Purposes**"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.